

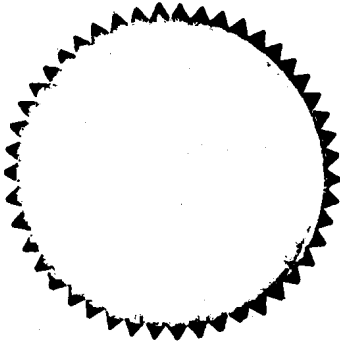
State of New Hampshire

Be it known that

ARTHUR WHITCOMB, INC.

has filed in the office of the secretary of state a record of amendment, signed and sworn to by the treasurer and a majority of the directors, and has paid the required filing fee, which affidavit recites that the following vote was duly adopted by vote of the stockholders or directors at a meeting held on

October 27, 1977



Witness my official signature hereunto  
subscribed and the seal of the State of  
New Hampshire hereunto affixed this  
16th day of November  
in the year one thousand nine hundred and  
seventy-seven

Robert P. Ambrose  
Deputy Secretary of State

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To: Secretary of State, State House, Rm.204, Concord, N.H. 03301

FORM FOR AMENDMENTS

Attached is a Statement of Amendment for

Arthur Whitcomb, Inc., \_\_\_\_\_ including:  
(name of corporation)

1. A true copy of the vote affecting such amendment;
2. A statement that that vote has been duly adopted  
by the stockholders;

3. Signatures of the treasurer and a majority of the  
directors under penalties of perjury;

along with a (check/~~money-order~~) in the amount of \$1,350.00

as required by RSA 294:114.

*W. R. Hanna*  
Clerk/~~Temporary Clerk~~

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FAULKNER, PLAUT, HANNA, ZIMMERMAN & FREUND

91 COURT STREET  
KEENE, NEW HAMPSHIRE 03431  
AREA CODE 603-352-3630

(PHILIP H. FAULKNER,  
1907-1959)

MICHAEL PLAUT  
GEORGE R. HANNA  
FRANCIS F. FAULKNER  
JOHN J. ZIMMERMAN  
JOHN J. FREUND, JR.

November 12, 1977.

Secretary of State,  
State House, Rm. 204,  
Concord, New Hampshire 03301.

Dear Sir:-

Re: Arthur Whitcomb, Inc.  
Recapitalization

Enclosed herewith for recording is an Affidavit of Amendment to the Articles of Association of Arthur Whitcomb, Inc. showing the addition of a new class of non-voting common stock having no par value and authorizing the issuance of 15,000 shares of such new class of stock.

A Company check in the amount of \$1,350.00 is also enclosed.

My records show that Arthur Whitcomb, Inc. has, with this new issue, authorized capital stock as follows:

|   |               |
|---|---------------|
| 1100 shares authorized preferred stock @ 100 par value  | \$ 110,000.00 |
| 700 shares authorized common stock having no par value  |               |
| @ \$50. per share pursuant to RSA 294:116   | 35,000.00     |
| 15000 shares authorized non-voting common stock having no par value @ \$50. per share pursuant to RSA 294:116 | 750,000.00    |

|                        |               |
|------------------------|---------------|
| Total authorized stock | \$ 895,000.00 |
|------------------------|---------------|

|  |             |
|--|-------------|
| Fees when authorized capital stock exceeds \$500,000.00 but does not exceed \$1,000,000.00 (RSA 294:113VI) | \$ 1,500.00 |
|--|-------------|

Less amounts previously paid (per RSA 294:114)

|      |           |
|------|-----------|
| 1946 | \$ 100.00 |
| 1949 | Zero      |
| 1964 | Zero      |
| 1965 | 50.00     |

\$ 150.00

\$ 150.00

Balance by check herewith

\$ 1,350.00

GRH:msb  
Encs.

Very truly yours,

*George R. Hanna*

**AFFIDAVIT OF AMENDMENT INCREASING CAPITAL STOCK  
AND AUTHORIZING ISSUE**

We, the undersigned, being the Treasurer and a majority of the Directors of .....  
Arthur Whitcomb, Inc. ...., a New Hampshire corporation, with  
its principal place of business in .....Swanzy, New Hampshire....., do  
hereby certify that at a meeting of the Stockholders, duly called for the purpose, held on  
.....October 27,..... 1977....., in .....North Swanzy,.....  
New Hampshire, .....six hundred thirty (630).....  
.....  
shares of stock voting in the affirmative and .....  
.....  
.....NR..... shares of stock voting in the negative, being at least the  
statutory number of all the classes of stockholders present and entitled to vote, a vote of  
which the following is a true copy, was adopted, namely:

VOTED ~~that~~ to amend paragraph IV of the Articles of the Corporation as  
previously amended at meetings of March 5, 1949, June 15, 1964 and May 1, 1965,  
by striking out the first sentence of said paragraph IV and substituting in place  
thereof the following:

The capital stock of this corporation shall consist of  
eleven hundred (1100) shares of preferred stock of the  
par value of One Hundred Dollars (\$100.00) per share,  
seven hundred (700) shares of voting common stock without  
nominal or par value, and fifteen thousand (15,000)  
shares of non-voting common stock without nominal or  
par value.

and by adding the following to said paragraph IV:

Said non-voting common stock, when and as issued, shall  
be subject to the following terms and conditions: The  
holders of non-voting common stock shall be entitled to  
receive, when and as declared by the Board of Directors,  
dividends from the surplus or net profits of the Corpor-  
ation, at the same time, at the same rate and upon the  
same conditions as dividends are declared upon voting  
common stock. In the event of any liquidation or  
dissolution of the Corporation, whether voluntary or

involuntary, the holders of non-voting common stock shall be entitled to share in the distribution of the assets of the Corporation at the same time, at the same rate and upon the same conditions as the holders of voting common stock are entitled to share in said assets. The holders of non-voting common stock shall have no preemptive right to subscribe to any new issue of stock of any class now or hereafter authorized or issued. The holders of non-voting common stock shall have no voting powers whatsoever, nor shall they be entitled to notice of any meeting of the stockholders or the Corporation.

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That the total amount of capital stock already authorized is

eleven hundred (1100) shares preferred  
shares common  
seven hundred (700) shares without par value

That the total amount of capital stock already issued is

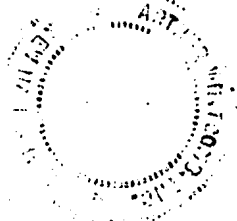
Eleven hundred (1100) shares preferred  
shares common  
six hundred thirty (630) shares without par value

That the amount of additional stock to be issued is

shares preferred  
shares common  
non-voting common  
eleven hundred nine hundred seventy (11,970) shares without par value

the consideration for which is as stated in vote

That the consideration for which stock with nominal or par value is to be issued in accordance with said vote is, to the best of our knowledge, information and belief, of actual value in money equal to the par value of the stock to be issued therefor.



*Robert A. Whitcomb* Treasurer  
*Robert A. Whitcomb*  
*J. B. Smith* } Directors

STATE OF NEW HAMPSHIRE

COUNTY OF CHESHIRE, SS: November 2, 1977  
under penalties of perjury,  
Subscribed and sworn to before me:



(SEAL)

*Henry J. B...*  
Justice of the Peace  
or  
Notary Public